

BYLAWS of the
NRA CIVIL RIGHTS DEFENSE FUND

ARTICLE I -- MANAGEMENT

Section 1. ____-The management of the affairs and property of this Fund is vested in the Board of Trustees, which shall pursue such principles and policies as shall be in accordance with the April 1978 Resolution to Establish the FIREARMS CIVIL RIGHTS LEGAL DEFENSE FUND, and the subsequent January 2000 Resolution to rename the FIREARMS CIVIL RIGHTS LEGAL DEFENSE FUND as the NRA CIVIL RIGHTS DEFENSE FUND (hereinafter "Fund"), as adopted by the National Rifle Association of America and in accordance with the Constitution of this Fund.

Section 2. ____-The Board of Trustees, in its discretion, may appoint an Executive Committee as set forth more specifically in Article III, Section 1. ~~An~~ Such Executive Committee of this ~~FUND~~ Fund shall exercise all the powers of the Board of Trustees when said Board is not in session, other than the power to amend or repeal these Bylaws, or to fill vacancies in the Board of Trustees or in the Executive Committee, or to amend or repeal any resolution of the Board of Trustees which by its terms shall not be amendable or repealable by the Executive Committee. The Executive Committee shall make proper report of its actions to the Board of Trustees at the next meeting of said Board.

Section 3. The Board of Trustees or the Executive Committee may provide for and appoint such other committees as may be deemed necessary and assign them appropriate duties; provided, however, that no such committee shall have any powers which are prohibited to the Executive Committee under these Bylaws, and that no such committee shall exercise any powers of the Board of Trustees unless such committee consists of three or more trustees designated by a majority of the entire Board of Trustees.

Section 4. At any regular meeting of the Board of Trustees, held pursuant to

Article II, Section 2, the ~~At each annual meeting of the Board of Trustees, as set~~
~~pursuant to Article II, Section 2, the Board of Trustees shall elect a Chairman, a Vice-~~
~~Chairman, a Secretary, and a Treasurer.~~ At any regular meeting of the Board of
Trustees, held pursuant to Article II, Section 2, the Board of Trustees, and in its
discretion may appoint an ~~the Executive Committee members as set forth in Article III,~~
Section 1. ~~The Chairman, the Vice Chairman, and all members of the Executive~~
~~Committee shall be elected from among the Board of Trustees.~~ The Board of Trustees
may elect such other officers as it deems desirable, shall prescribe the respective duties
pertaining thereto, and may abolish same at any time.

Section 5. The principal office of this Fund shall be located in Fairfax, Virginia,
provided, however, that offices may also be established and maintained in any of the
States of the United States as may from time to time be authorized by the Board of
Trustees.

Section 6. The Fund shall keep its books of account and records on a calendar
year basis.

Section 7. The monies of this Fund shall be placed in such banks as may be
designated by the Board of Trustees or the Executive Committee. All monies payable to
the Fund shall be deposited to its credit and shall be withdrawn only on instruments
including checks signed in such a manner as the Board of Trustees or the Executive
Committee may prescribe.

ARTICLE II -- BOARD OF TRUSTEES

Section 1. At each regular meeting of the Board of Directors of the National Rifle
Association of America ("NRA") immediately following the annual meeting of members
of the NRA, the said NRA Board of Directors shall elect qualified persons as trustees of
this Fund for the terms of office which are about to expire. A majority of the trustees

shall be attorneys admitted to practice in the highest court of any state of the United States, or of the District of Columbia, or of any Federal District Court of the United States. Each trustee shall be eligible for re-election and shall serve until a successor has been elected and qualified to serve. Any trustee may be removed for cause by the affirmative vote of two-thirds of the entire remaining Board of Trustees cast at a meeting of said Board upon reasonable notice including a specification of the charges only after a hearing on said charges before the remaining trustees at said meeting. In case of a vacancy in the Board of Trustees by reason of death, resignation, incapacity to serve, or any other reason including removal, a successor shall be elected by the NRA Board to serve for the remainder of the unexpired term, provided, however, that vacancies in the Board of Trustees for any reason other than removal may be temporarily filled by vote of the remaining trustees until action is taken by the NRA Board.

Section 2. ~~The annual meeting of this Fund's Board of Trustees shall be held~~
meet at least three times a year, at such time and place as may be determined by said Board of Trustees or by this Fund's Executive Committee, in conjunction with and ~~but in~~
~~any event just prior to each regular meeting of the NRA Board of Directors within thirty~~
~~days after the annual election of trustees by the NRA Board.~~

Section 3. Special meetings of the Board of Trustees may be called by the Chairman when in his opinion the business of the Fund so requires, and special meetings shall also be called to take place within thirty (30) days after receipt of a written request therefor signed by three trustees addressed to the Secretary. Upon receiving such a request, the Secretary shall mail a written notice of the time, place, and purpose of such meeting to the last known address of each trustee at least ten (10) days prior to the meeting. No notice of any meeting need be given to any trustee who attends such meeting or who executes a written waiver of such notice either before or after the holding of such meeting, except that a trustee's attendance at a meeting solely

for the purpose of objecting to the transaction of business on the grounds that the meeting is not lawfully called or convened shall not constitute a waiver.

Section 4. At any meeting of the Board of Trustees, a majority of its members shall constitute a quorum.

Section 5. Each trustee shall be entitled to one vote at all meetings of the Board of Trustees. Vote by proxy shall not be valid.

Section 6. The order of business at the annual meeting of the Board of Trustees, and as far as practicable at all meetings, shall be:

1. Roll call.
2. Proof of due notice of the meeting.
3. Approval of minutes of previous meeting.
4. Filling of vacancies.
5. Reports of officers.
6. Reports of committees.
7. Election of officers and committees.
8. Unfinished business.
9. New business or resolutions.

ARTICLE III -- EXECUTIVE COMMITTEE

Section 1. An Executive Committee may be established by a resolution of the Board of Trustees, said Executive Committee consisting of the Chairman, the Vice-Chairman, and three (3) other members elected from among the Board of Trustees.

Section 2. Meetings of the Executive Committee shall be held upon call of the Chairman with reasonable notice being given; meetings of the Executive Committee shall also be called to take place within thirty (30) days after receipt of a written request of two members of said Executive Committee addressed to the Secretary. Upon receipt

of such request, the Secretary shall mail a written notice of the time, place, and purpose of such meeting to the last known address of each member of the Executive Committee at least ten (10) days prior to such meeting. No notice of any meeting need be given to any member who attends such meeting or who executes a written waiver of such notice, either before or after the holding of such meeting, except that a member's attendance at a meeting solely for the purpose of objecting to the transaction of business on the grounds that the meeting is not lawfully called or convened shall not constitute a waiver.

Section 3. At any meeting of the Executive Committee, two-thirds of its members shall constitute a quorum.

Section 4. Each member of the Executive Committee shall be entitled to one vote in meetings thereof. Vote by proxy shall not be valid.

ARTICLE IV -- OFFICERS

Section 1. Chairman The Chairman shall preside at all meetings of the Board of Trustees and the Executive Committee, and shall be an ex-officio member with vote on all committees. The Chairman shall be the chief executive officer of this Fund and shall direct the carrying into effect of all orders and resolutions of the Board of Trustees and of the Executive Committee. He shall also have such other powers and duties as the Board of Trustees may designate.

Section 2. Vice-Chairman The Vice-Chairman shall, during the absence or incapacity of the Chairman, have the same authority and duties as the Chairman. He shall have such other powers and duties as the Board of Trustees may designate.

Section 3. Secretary The Secretary shall attend to the proper publication of official notices and reports, attest documents, and perform such other duties as usually pertain to his office and as ordered by the Board of Trustees or the Executive Committee. The Secretary shall not be authorized to attend or participate in executive

sessions of any Fund body except by special invitation of a majority of the members thereof present and voting, unless the Secretary is a trustee.

Section 4. Treasurer The Treasurer shall have charge of the books of account and records of the Fund and ~~shall have prepared a certified audit as of the close of business each year and shall furnish a copy thereof to each member of the Board of Trustees.~~ The Treasurer shall not be authorized to attend or participate in executive sessions of meetings of any body of this Fund except by special invitation of a majority of the members thereof present and voting, unless the Treasurer is a trustee.

Section 5. Other Officers The Board of Trustees may elect Assistant Secretaries, Assistant Treasurers, Administrative Director, and such other officers from time to time as deemed appropriate by said Board.

Section 6. Terms of Office Officers shall be elected by and serve at the pleasure of the Board of Trustees.

Section 7. Vacancies In the event of death, resignation, suspension, removal, or permanent disability or incapacity of any officer, the vacancy thereby created may be filled by the Executive Committee until the next meeting of the Board of Trustees.

Section 8. Removal of Officers other than Chairman and Vice Chairman Any officer other than Chairman and Vice Chairman may be suspended with or without cause by the affirmative vote of two-thirds of the entire Executive Committee cast at a meeting of said Executive Committee, such suspension to be effective until the next meeting of the Board of Trustees. Any such officer may be removed with or without cause, with or without prior suspension, by the affirmative vote of two-thirds of the entire Board of Trustees cast at a meeting of said Board.

Section 9. Removal of Chairman or Vice Chairman The Chairman or Vice Chairman may be removed only for cause by a vote of two-thirds of the members of the Board of Trustees present and voting at a meeting thereof upon reasonable notice

including a specification of the charges only after a hearing on said charges before the other trustees at said meeting. The Chairman or Vice Chairman may not be suspended or removed by the Executive Committee.

ARTICLE V -- OPERATIONS

Section 1. Compensation No officer shall receive any salary or emolument, or compensation for services rendered; but all such persons shall be entitled to reimbursements for actual out-of-pocket expenses incurred on behalf of the Fund to such extent as may be authorized or approved by the Board of Trustees or Executive Committee.

Section 2. Bonding All officers and employees handling money of this Fund shall be bonded in such amount as may be determined by the Board of Trustees or Executive Committee. The expense of furnishing such bonds shall be paid by the Fund.

Section 3. Fees The Fund will not charge or receive any fees from clients unless said fees are awarded or approved by a court or administrative agency and paid by an opposing party. The Fund shall not consider or use the likelihood or prospect of fee awards in the selection of cases to be assisted by the Fund.

Section 4. Limitation on Operations The Fund shall not operate in any manner inconsistent with the Resolution to Establish the Firearms Civil Rights Legal Defense Fund (subsequently renamed NRA Civil Rights Defense Fund) adopted by the NRA, nor in any manner inconsistent with the Constitution of the Fund, nor in any manner inconsistent with the operations allowed to an organization exempt from taxation under sections 170 (c)(2) and 501 (c)(3) of the U.S. Internal Revenue Code (or of the corresponding provisions of any future United States Internal Revenue Law).

Section 5. Staff Attorneys Staff attorneys, if any, shall not be compensated through fee awards, if any, but shall be retained as salaried employees of the Fund;

provided, however, that nothing in this Section shall be construed as prohibiting the payment by the Fund to other attorneys, representing clients in specific cases or rendering services to the Fund, of reasonable compensation for such services rendered.

Section 6. Selection of Cases The selection of cases for support or assistance in any manner by this Fund shall be within the jurisdiction only of the Executive Committee and the Board of Trustees; provided, however, that in lieu thereof or in addition thereto, the Executive Committee or the Board of Trustees may transfer monies and delegate the task of selecting such cases to an organization which is exempt from income tax under Section 501 (c)(4) of the U.S. Internal Revenue Code of 1954 (or of the corresponding provision of any future United States Internal Revenue Laws) under guidelines and standards formulated by said Executive Committee or Board of Trustees, said Executive Committee and Board of Trustees retaining discretion and control over the use of such monies for the purposes of this Fund and said 501 (c)(4) organization to which such monies are transferred agreeing to report to this Fund at regular intervals no longer than quarterly on the expenditures of such monies but forthwith upon said 501 (c)(4) organization's selection of a case for support or assistance in any manner using such monies.

Section 7. Budget Prior to each regular meeting ~~the commencement of each fiscal year, and by such date or dates as may be specified by resolution of the Board of Trustees, a Finance Committee—or the Chairman of the Board in the absence of such Committee—the Treasurer~~ shall submit to the Board of Trustees recommendations for a detailed itemized budget, which shall include an annual projection, currently available funds and actual current activity. ~~for the operation of this Fund for the ensuing fiscal year.~~ No commitment of monies of this Fund shall be made or expenditure disbursed unless same has been provided for in a budget approved by the Board; ~~except that specific commitments and expenditures may be made pursuant to authority expressly~~

authorized contained in a resolution of the Board of Trustees; approved by the Board of Trustees at a regular or special meeting; authorized as emergency funding, up to \$ 7,500.00, by the Chairman; or authorized as emergency funding, up to \$ 25,000.00, by provided, however, that the Executive Committee may authorize specific expenditures amounting in total to not in excess of ten percentum (10%) of the current budget; and provided further, however, that the Board of Trustees may adopt budgets for periods of time shorter than one year if circumstances appear appropriate for such budgets. The fiscal year shall begin on January 1 and end on December 31 of each calendar year.

Section 8. Indemnification The Fund shall indemnify its trustees, officers, and employees, whether or not then in office (and their executors, administrators, and heirs), for all reasonable expenses actually and necessarily incurred in defense of any litigation of which the Fund was given prompt notice (including any civil, criminal, or administrative proceeding, suit, or action) to which such trustee, officer, or employee may have been made a party by reason of being a trustee, officer, or employee of the Fund; provided, however, that no such indemnification shall be had in relation to matters as to which such party has been adjudged liable to the Fund for negligence or misconduct in the performance of duties or was derelict in the performance of duties by reason of willful misconduct, bad faith, gross negligence, or reckless disregard of the duties of office or employment.

ARTICLE VI -- REPORTS TO NRA BOARD

Section 1. Financial Reports to NRA At the meeting of the NRA Executive Committee or Board of Directors, whichever occurs first, next succeeding the presentation of the certified audit specified in Article IV, Section 4 herein, the Chairman shall present a copy of said audit to the President and Executive Vice President of the NRA and shall make available a copy thereof to any member of the NRA Board so

requesting.

Section 2. Annual Report of Fund Activities to NRA Board At each regular meeting of the NRA Board of Directors ~~immediately following each annual meeting of members of the NRA,~~ the Chairman shall present a written annual report of this Fund's activities and operations. A copy of said report shall be made available to any member of the NRA Board so requesting.

ARTICLE VII -- RULES OF ORDER

Except as otherwise provided in these Bylaws or in the Constitution of the Fund or by law, Robert's Rules of Order Newly Revised shall govern the Fund in all cases to which they are applicable.

ARTICLE VIII -- AMENDMENTS

These Bylaws may be amended or repealed by the affirmative vote of two-thirds of the entire Board of Trustees cast at any meeting of the Board, provided that notice of such proposed amendment or repeal be contained in the notice of the meeting. Such notice of a proposed amendment or repeal of these Bylaws shall be included in the notice of such meeting upon written petition of at least three trustees received by the Secretary at least thirty (30) days prior to such meeting.

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Adopted ~~19 May~~ January 6, 2000¹⁷ by vote of the trustees.

JAMES W. PORTER, II

STEFAN TAHMASSEBI

HAROLD L. VOLKMER

ROBERT DOWLUT

Chairman

Secretary